

Mainstreet Policy

Auckland City

(Revised August 2003)

Prepared by the Community Planning Group of Auckland City Council by Judith Webster. Approved by the City Attractions Committee of Auckland City Council on 16 May 2001.

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Contents

	Page
1.0 Strategic Background	1
1.1 Links to Auckland City's Strategic Plan and Community Vision	1-2
1.2 Links to Regional and Central Government Strategies	2
1.3 Historical Background	2
2.0 Purpose of Policy	2-3
3.0 Policy Definitions	3
(a) Mainstreet Programme	3
(b) Mainstreet Programme – Eligible Voters	3
(c) Mandate	3-5
(d) Area of Benefit	5
4.0 The Establishment of New Mainstreet Programmes	5-6
5.0 Committee Structures and Membership for Mainstreet Programmes	6
(a) General Requirements	6
(b) Model 'A' Committee Structure and Membership	6-7
(c) Model 'B'	7-9
6.0 Mainstreet Programme Reviews	9
(a) Annual Review	9-10
(b) Three Yearly Satisfaction Survey	10
(c) Council or Mainstreet Management Committee Initiated Reviews	10
7.0 General	10
APPENDIX A – Mainstreet Programme Structures	11
APPENDIX B – Relationship of Documents	12
APPENDIX C – Dispute Resolution	13
APPENDIX D – Clauses to be included in Association constitutions	14

Mainstreet Policy

1.0 Strategic Background

The Mainstreet 5-point programme contributes to Auckland City's economic, social, environmental and cultural wellbeing. Mainstreets are locally based economic development initiatives specifically around commercial localities, usually traditional and industry based strip-shopping areas. The formation of Mainstreet Management Committees is premised upon the understanding that place-based problems and issues demand place-based responses. It enables action by people to improve their local area while creating an effective partnership with Council. The aim is to retain and vitalise town centre areas as vibrant community based places where people meet, live, work and play.

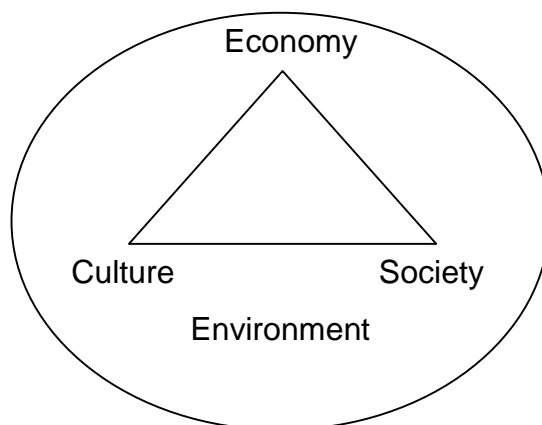


Diagram 1. The Mainstreet strategic design

Mainstreet programmes are not “quick fix” solutions. They are based on incremental success and community involvement. Basic objectives of the programme are an enhanced physical environment, business creation and development and increased employment and local business investment. In addition to being business development programmes they also involve community development and heritage conservation. The programme is intended to identify and reinforce the unique identity of a place (and its history) and to promote that identity as part of its development.

1.1 Links to Auckland City's Strategic Plan and Community Vision

The Mainstreet Policy and programme makes a significant contribution to Council's Strategic Plan, Building Strong Communities document adopted in November 2002 and the Community Vision.

The main contributions are in the following areas:

- **Economic Prosperity and Economic Development**

Elements include:

- Support a growing city in enterprise and employment
- Provide the platform for a strong Central Business District
- Be part of the competitive edge for Auckland business
- Have a vision for the city's vibrant and successful future

One of the key actions expressed in Building Strong Communities is for Council to strengthen suburban Mainstreets and continue to work alongside them in order to leverage economic development of urban centres and improve service to their local communities.

- **Strong and Healthy Communities**

Elements include:

- Strengthen Auckland's communities by encouraging active involvement in Auckland's leadership, development and advocacy.
- Provide funding, advice and support to enable communities of shared interest to do things for themselves rather than have things done for them.
- Support voluntary contribution to the well being of the community and involvement with skills training, advice and information, and greater recognition of the contribution of the voluntary sector.

- **Auckland Urban Living**

- The AUL programme aims to manage and grow Auckland City in a holistic way that will enhance its communities, strengthen the economy, develop a distinct identity and protect the environment. Mainstreets are a key component of the AUL programme.

1.2 Links to Regional and Central Government Strategies

- Auckland Regional Economic Development Strategy. AREDS goal is to achieve sustainable economic development and improve the economic well being of Auckland. The strategy will take cognisance of the "quadruple bottom line" approach. The approach includes partnerships between business and local government and wide participation in the economy.
- Government's Sustainable Development Programme of Action. The government has put the spotlight on Auckland through its Sustainable Development Programme of Action, released in January 2003. The Government's challenge comes at a time when Councils, collectively and individually, are charged with developing Long Term Council Community Plans (LTCCPs) that will somehow encompass the aspirations of the communities of the region. The Sustainable Cities strand is currently developing a framework to identify the process that would lead to a vision and long-term plan for a sustainable Auckland region. This will build on the Government's sustainable development strategy and principles as stated in the Local Government Act.

1.3 Historical Background

The North American National Trust for Historic Preservation developed Mainstreet programmes during the 1970's and 1980's. The initiative was in response to the realisation that traditional towns and neighbourhood shopping centres were in decline as a result of the growth and competition of suburban shopping malls. Since then the programme has proven an ongoing success in town centre revitalisation and employment creation. It was quickly adopted in Canada, Australia and New Zealand where it has been equally successful.

The Otahuhu Mainstreet programme was established in 1991 and was the first Mainstreet programme in Auckland City. Since that time, many Mainstreet programmes have been established throughout the country. In Auckland City, programmes have been established in Avondale, Blockhouse Bay, Eden Valley, Ellerslie, Glen Innes, Heart of the City, Karangahape Road, Mt Eden, Newmarket, Onehunga, Otahuhu, Panmure, Parnell, Ponsonby, Remuera and St Heliers. Further Auckland City business communities have indicated an enthusiasm to join the programme.

2.0 Purpose of Policy

This policy addresses the following aspects of Mainstreet programmes:

- (i) The establishment of new Mainstreet programmes
- (ii) The structure, membership and roles of Mainstreet Management Committees
- (iii) Reviewing the boundaries of the targeted rated areas, the level of the targeted rate for existing Mainstreet programmes, and the programmes in general.

The policy is operational in nature: designed to specify the structures and processes necessary to ensure the successful running of Mainstreet programmes in Auckland City.

3.0 Policy definitions

(a) Mainstreet programme

A Mainstreet Programme is a partnership between local government, the business community and the community at large. The community at large refers to the wider community outside the business community. It includes residents, community and cultural groups, educational institutions, churches, non-government organisations and social services.

The programme is based on five main points:

- (i) Organisation: getting started, bringing business and community representatives together to make things happen.
- (ii) Design: co-ordinating physical improvements to enhance the image of the town centre and promote what it has to offer.
- (iii) Heritage conservation: capitalising on the heritage significance of the town centre and using it as a means of establishing an identity.
- (iv) Promotion: marketing the town centre through special events and retail promotions.
- (v) Business development: strengthening existing business and creating new opportunities for growth.

The programme is financially supported by the levying of a targeted rate over a defined geographical Mainstreet area.

(b) Mainstreet programme - eligible voters

- (i) To be eligible to vote in a poll affecting a particular Mainstreet programme, a person must be an owner, occupier, or tenant¹ of a commercially rated property within the Targeted Rating Area.
- (ii) The property from which the business is operated must be located within the existing or proposed targeted rates area.
- (iii) All properties rated on a residential basis are excluded.
- (iv) There is one vote per member. This means that (a) owners of multiple businesses on different properties and owners of properties with contiguous titles will have only one vote (b) a person who owns a commercial property, part of which is leased out to other businesses and part of which is used to operate his/her own business, will have one vote only.

(c) Mandate

- (i) A Mainstreet voter mandate is required to:
 - begin or dissolve a Mainstreet programme,
 - increase or decrease the boundaries,
 - subject to (c) (ii) and (iii) below, - increase or decrease the previous year's budget by more than 10% or more than \$10,000, whichever is the greater;
- (ii) A Mainstreet voter mandate is also required to:
 - decrease the previous year's budget by more than 10% or more than \$10,000, whichever is the greater, or increase the base budget² by more than 10% or more than \$10,000,

¹ Note: the words 'occupiers and tenants' are not intended in any statutory sense but rather as common usage

² The base budget is defined as the previous year's budget adjusted for any alterations in the rating base multiplied by the previous year's rate in the dollar.

whichever is the greater, where there has been an increase in the rateable value from new developments within the Mainstreet area. (see Example 1 below)

Example 1

For the 2000/2001 rating year, Suburb A had an approved Mainstreet budget of \$110,000. The total rateable value of the Mainstreet area was \$4,750,000, giving a rate in the dollar of 2.3158 cents. During 2000/2001 a vacant piece of commercial land within the boundaries of the Mainstreet area was developed upon and a shopping mall and office building were constructed. This raised the total rateable value of the Mainstreet area by \$617,000 to \$5,367,000 for the 2001/2002 rating year.

The base budget for 2001/2002 for Suburb A is calculated as:

$$(\$4,750,000 + \$617,000) \times 0.023158 = \$124,289.$$

The Mainstreet Steering Committee of Suburb A is now able to propose a budget for 2001/2002 ranging from \$99,000 (10% less than the previous year's budget) to \$136,717 (10% more than the base budget) without requiring a mandate from its targeted ratepayers.

(iii) A Mainstreet voter mandate also is required to:

- increase the previous year's budget by more than 10% or more than \$10,000, whichever ever is the greater, or decrease the base budget by more than 10% or more than \$10,000, whichever ever is the greater, where there has been a decrease in the rateable value from demolitions within the Mainstreet area. (see Example 2. below)

Example 2

For the 2000/2001 rating year, Suburb B had an approved Mainstreet budget of \$50,000. The total rateable value of the Mainstreet area was \$2,520,000, giving a rate in the dollar of 1.9841 cents. During 2000/2001 a row of shops were demolished, with a new building to be constructed. However, the new building would not be completed until part way through 2001/2002. It was estimated that the incomplete construction of the new building would reduce the total rateable value of the Mainstreet area by \$156,000 to \$2,364,000 for the 2001/2002 rating year.

The base budget for 2001/2002 for Suburb B is calculated as:

$$(\$2,520,000 - \$156,000) \times 0.019841 = \$46,904.$$

The Mainstreet Steering Committee of Suburb B is now able to propose a budget for 2001/2002 ranging from \$36,904 (\$10,000 less than the base budget) to \$60,000 (\$10,000 more than the previous year's budget) without requiring a mandate from its separate ratepayers.

- (iv) To begin or dissolve a Mainstreet programme, to increase or decrease the budget in cases where a mandate is required, or to decrease the boundary of the targeted rates area, all eligible voters must be polled.
- (v) To increase the boundaries of a targeted rates area, only those eligible voters, whose properties will be included for the first time, must be polled.
- (vi) A mandate will be determined by way of a postal vote.
- (vii) A mandate to:
 - Begin a Mainstreet Programme;
 - Increase or decrease the boundaries;

- Increase or decrease the previous year's budget by more than 10% or more than \$10,000 (whichever is greater), requires a minimum of 60% of all those who vote to agree to the proposed change, and where those that vote regarding the proposed change represent at least 30% of all eligible voters in the relevant Mainstreet area.
- (viii) In all cases, the dissolution of a Mainstreet programme requires a minimum of 60% of all those who vote to agree to the proposed change, and where those that vote regarding the proposed change represents at least 30% of all eligible voters in the relevant Mainstreet area.
- (ix) Eligible voters must be adequately informed, notified and given the opportunity to vote. In order to achieve this, the Association Executive (Model A) or Mainstreet Management Committee (Model B) administering the existing or proposed programme must³:
- post information about the issue, together with a voting paper, to the last known address of each eligible voter. This must occur no less than 14 days prior to the poll closing,
 - hold at least one meeting, open to all eligible voters, no less than seven days prior to the poll closing,
 - place at least two advertisements about the upcoming vote, in a newspaper circulated in the Mainstreet area. The advertisements must be at least seven days apart and the last advertisement no later than two days prior to the poll closing.
- (x) The Association, through its Executive (Model A) or the Mainstreet Management Committee (Model B), may use additional methods to inform eligible voters of the upcoming vote (e.g. face to face methods, email, fax, newsletters).
- (xi) Proxy votes are not permitted.
- (xii) In making the final decision regarding the budget, boundary, establishment or dissolution of a Mainstreet programme or the amount of any targeted rate, Council will receive and consider the results of any poll. However, under the Local Government (Rating) Act 2002, Council alone can determine the amount of and, which properties are to be subject to, the targeted rate.

(d) Area of benefit

- (i) The area of benefit refers to the Council approved geographical Mainstreet area that is subject to the targeted rates levied to fund a Mainstreet programme.

4.0 The Establishment of New Mainstreet Programmes

A request for Council to establish a target rated Mainstreet programme must:

- be made in writing,
- be aligned to Council's Annual Plan and budget process and timeline for setting its rates,
- contain a statement of the programme's objectives, a budget and a map indicating the area which will be subject to the targeted rate,
- demonstrate a mandate from affected eligible voters supporting the proposed programme, budget and boundaries (refer 3 (c) (vii) and (ix)),
- demonstrate the existence of an Association together with a Mainstreet Management Committee (Model B),
- provide evidence of when the Association and appropriate Committees will be established (see Section 5 for Mainstreet Committee requirements).

³ See Appendix A for diagram of models A & B. Also Section. 5 for further relevant policy requirements in relation to these models.

- present their existing or proposed constitutions to the Council for approval and shall change or incorporate into those constitutions the clauses highlighted in the attached model constitution (Appendix D).

5.0 Committee structures & membership for Mainstreet programmes

(a) General requirements

- (i) There are two structural models for Mainstreet programmes. A diagrammatic representation of these models is contained in Appendix 'A'. The policy requirements for each of these models are contained in Sections 5 (b) and (c) below.
- (ii) A group or Association (under the Incorporated Societies Act 1908) e.g. Business Association or Mainstreet Association will run the Mainstreet programme. (For the purposes of this policy it will be referred to as an Association).
- (iii) All eligible Mainstreet voters will automatically be eligible to be members of the Association.
- (iv) Associate members of the Association are permitted but may not vote on matters related to the Mainstreet programme.
- (v) Auckland City Council and the Association shall enter into an annual contract governing the relationship between the parties. An example of the Annual Agreement is included in the Mainstreet Guidelines.
- (vi) Any payment to the Association from the targeted rate will be by way of conditional grant(s) under the Local Government Act 2002. Consistent with the Local Government Act 2002, such grant(s) must be separately accounted for in the Association's financial records.
- (vii) The Mainstreet Management Committee will act as the Association's interface with Council.
- (viii) Existing Mainstreet programmes may choose to operate in accordance with either Model A or Model B.
- (ix) New Mainstreet programmes will operate in accordance with Model B.

(b) Model 'A' committee structure and membership (see Appendix A for diagram)

- (i) An Executive Committee of the Association shall be directly elected by and from the Association membership.
- (ii) The Executive Committee will undertake the day to day running of the Mainstreet programme in accordance with the approved budget and work programme.
- (iii) The Executive Committee may also undertake roles and tasks in addition to Mainstreet business.
- (iv) The Executive Committee may have sub committees addressing specific Mainstreet issues (e.g. heritage and business promotion).
- (v) When matters about Mainstreets are discussed at Executive Committee meetings, that portion of the meeting discussing the Mainstreet business shall be open to all eligible Mainstreet voters. Such attendees shall be observers only.
- (vi) The Executive Committee must establish a Mainstreet Management Committee.
- (vii) The Mainstreet Management Committee shall consist of five voting members and two non-voting members.
The Mainstreet Management Committee voting members are:
 - an Auckland City Councillor,
 - a Community Board Member,

- three eligible voter representatives that have been voted to the Executive Committee. The Treasurer and Chair of the Executive Committee will automatically become the Chair and Treasurer of the Mainstreet Management Committee. If these office holders are not eligible voters (e.g. employees of Mainstreet businesses) they must have evidence of the delegated authority to represent the relevant eligible voter/business on the Mainstreet Management Committee.

The Mainstreet Management Committee non-voting members are:

- a Council Officer with Mainstreet responsibilities,
- the Mainstreet Co-ordinator.

(viii) Council shall appoint the following representatives to the Mainstreet Management Committee: Councillor, Community Board member and Council Officer.

(ix) The roles of the Mainstreet Management Committee are:

- to recommend projects and budgets to Council,
- to oversee the spending of approved budgets,
- to monitor work progress against budget.

(x) The roles of the Councillor and Community Board member are:

- to provide Council input and overview of the Mainstreet programme development, budget development and budget expenditure,
- to monitor programme implementation against budget,
- to provide information on Council, its processes and structures,
- to provide a link between Mainstreets and the Council.

The Councillor and Community Board member are not expected to be involved in the day to day running of the Mainstreet programme and therefore do not have voting rights on the Executive Committee.

(xi) The Mainstreet Management Committee will have at least four meetings a year (the 'quarterly financial meetings'). A timetable for these meetings shall be provided in the guidelines.

(xii) Additional meetings of the Mainstreet Management Committee may be called if necessary.

(xiii) The Association cannot over-ride decisions made at the Mainstreet Management Committee's quarterly financial meetings.

(xiv) If, at the quarterly financial meetings, there is a disagreement between the Council representatives and the eligible voter representatives about the proposed budget or any other financial matters, the issue can be reported to the next meeting of the appropriate Council Committee.

(xv) The election or co-option of community representatives to the Executive Committee is permitted. The Association's rules will specify whether or not such representatives have voting rights. Where voting rights are given to community representatives they may vote on matters about the day to day running of the Mainstreet programme but will not be able to vote on matters considered at the Mainstreet Management Committees quarterly financial meetings.

(c) Model 'B' (see Appendix A for diagram)

(i) The Association shall establish a Mainstreet Management Committee as outlined below.

(ii) The Mainstreet Management Committee shall consist of no less than five voting members and two non-voting members.

The Mainstreet Management Committee voting members are:

- an Auckland City Councillor,
- a Community Board member,
- three eligible voter representatives.

The Mainstreet Management Committee non-voting members are:

- a Council Officer with Mainstreet responsibilities,

- the Mainstreet Co-ordinator.
 - (iii) The eligible voter representatives will be directly elected by and from the eligible voter Association membership.
 - (iv) The following representatives will be appointed by Council to the Mainstreet Management Committee: the Councillor, Community Board member, and Council Officer.
 - (v) The following representative will be appointed to the Mainstreet Management Committee by the Mainstreet Management Committee itself: Mainstreet Co-ordinator.
 - (vi) The Mainstreet Management Committee shall have people undertaking the roles of Chair, Treasurer and Secretary. A Councillor or Community Board member will not undertake these roles.
 - (vii) The Mainstreet Management Committee has two functions:
 - to undertake the day to day running of the Mainstreet programme,
 - to recommend work programmes and budgets to the Council, then monitor work progress against approved budgets.
 - (viii) The Mainstreet Management Committee will undertake Mainstreet business only.
 - (ix) The Mainstreet Management Committee may have sub-committees addressing specific Mainstreet issues (e.g. heritage, business promotions).
 - (x) The Association may directly elect other Committees to undertake non-Mainstreet related business.
 - (xi) The Mainstreet Management Committee will meet at least ten times per year.
 - (xii) Of the minimum ten meetings per year, four meetings (the 'quarterly financial meetings') shall be dedicated to financial matters including work programme development, budget development and monitoring progress against budget.
 - (xiii) Additional financial meetings may be called if necessary.
 - (xiv) The remainder of the meetings (the 'operational meetings') will be dedicated to the day to day running of the Mainstreet programme.
 - (xv) At the quarterly financial meetings, voting rights are given to three eligible voter representatives (including the Chair and Treasurer of the Committee) and to the Councillor and Community Board member.
 - (xvi) The roles of the Mainstreet Management Committee quarterly financial meetings are:
 - to recommend projects and budgets to Council,
 - to oversee the spending of approved budgets,
 - to monitor work progress against budget.
 - (xvii) The Association cannot over-ride decisions made at the quarterly financial meetings.
 - (xviii) If, at the quarterly financial meetings, there is a disagreement between the Council representatives and the eligible voter representatives about the proposed budget or any other financial matters, the issue can be reported to the next meeting of the appropriate Council Committee.
 - (xix) The roles of the Councillor and Community Board member are :
 - to provide Council input and overview of the Mainstreet programme development, budget development and budget expenditure,
 - to monitor programme implementation against budget,
 - to provide information on Council, its processes and structures,
 - to provide a link between Mainstreets and the Council.
- Councillor and Community Board members are not expected to be involved in the day to day running of the Mainstreet programme and therefore will not have voting rights at the operational meetings.
- (xx) The election or co-option of community representatives to the Mainstreet Management Committee is permitted. The Association rules will specify whether or not such representatives have voting rights. Where voting rights are given to community

representatives, they may vote on matters discussed at the operational meetings but not on matters discussed at the quarterly financial meetings.

6.0 Mainstreet programme reviews

(a) Annual review

- (i) Council's Annual Plan and budget process provides a mechanism for reviewing Mainstreet budgets and existing programme boundaries.
- (ii) Each year, eligible voters must be given an opportunity to review and comment on the proposed Mainstreet budget and the existing boundaries. At a minimum this means that the Association (through its Mainstreet Management Committee) must:
 - post a copy of the proposed budget and existing boundaries to all members of the Association.
 - provide an opportunity for written and/or verbal feedback,
- (iii) In order for Council to strike the targeted rate, the Mainstreet Management Committee must submit a detailed budget. Council may provide an indication of the 'cent in the rateable dollar' arising from the proposed budget, however, this may change over time. Any rate struck by the Council will be based on a budget recommended by the Mainstreet Management Committee and approved by Council.
- (iv) New properties, within a defined Mainstreet area, coming into that area during any financial year shall not be separately rated until the following financial year.
- (v) In November each year, the Mainstreet Management Committee (both Model A & B) must provide Auckland City Council with information such as (but not limited to):
 - A detailed indicative budget for the next financial year
 - details of the amount of the targeted rate requested for the next financial year,
 - a copy of the audited accounts and annual report (if produced) for the previous financial year,
 - a summary of any proposed changes to the programme, budget or boundaries,This information is required to assist Council with its budget and Annual Plan process.
- (vi) In April each year, the Mainstreet Management Committee must provide Auckland City Council with:
 - a final, detailed budget for the following period 1 July to 30 June,
 - confirmation of the amount of the targeted rate requested for the next financial year,
 - where a mandate is required, a summary of feedback from the budget and boundary consultation, including evidence of the mandate from members.This information is required to assist Council with its budget and Annual Plan process.
- (vii) The information required in points (v) and (vi) above will be provided in an agreed standard format.
- (viii) Council Officers will make Mainstreet budget recommendations to the Council based on the above information and any additional information and feedback they have received over the previous year.
- (ix) Eligible voters have a further opportunity to raise issues and concerns or to express support for their Mainstreet programme through Council's Annual Plan consultation process.
- (x) In accordance with the provisions of the Local Government Act 2002 and the Local Government (Rating) Act 2002 the Council will make the final decisions on:
 - what work programmes of the Association (recommended via the Mainstreet Management Committee) it is prepared to fund by way of the targeted rate and to what extent,

- what targeted rate to levy in any particular year (in terms of amount and the area to be target rated to generate the necessary revenue).

(b) Three yearly satisfaction survey

- (i) Every three years Council will commission a citywide Mainstreet satisfaction survey. The results of the survey will analyse individual Mainstreets as well as Mainstreets on a citywide basis.
- (ii) The cost of the survey will be funded proportionally (based on Mainstreet programme budgets) by the city's Mainstreet programmes via the targeted rate.
- (iii) The primary focus of the survey will be on the business community's level of satisfaction. The survey will cover such aspects of the programme as: overall satisfaction; the ability of eligible voters to influence the programme; the results achieved; the consultation processes used; and other such matters agreed between Council and the Associations administering Mainstreet programmes.

(c) Council or Mainstreet Management Committee initiated reviews

- (i) The Mainstreet Management Committee (Model A & B) may initiate a review of the Mainstreet programme outside the annual or three yearly reviews. Such a review may be funded by targeted ratepayer funds or other funds generated by the Committee.
- (ii) Council may initiate a review of all or any particular Mainstreet programme outside the annual and three yearly reviews. Such a review will be funded via general rates.
- (iii) Where there is a dispute between any Mainstreet Association and Council, such dispute will be resolved according to the process outlined in the *Annual Agreement* between Council and the Mainstreet Associations.

7.0 General

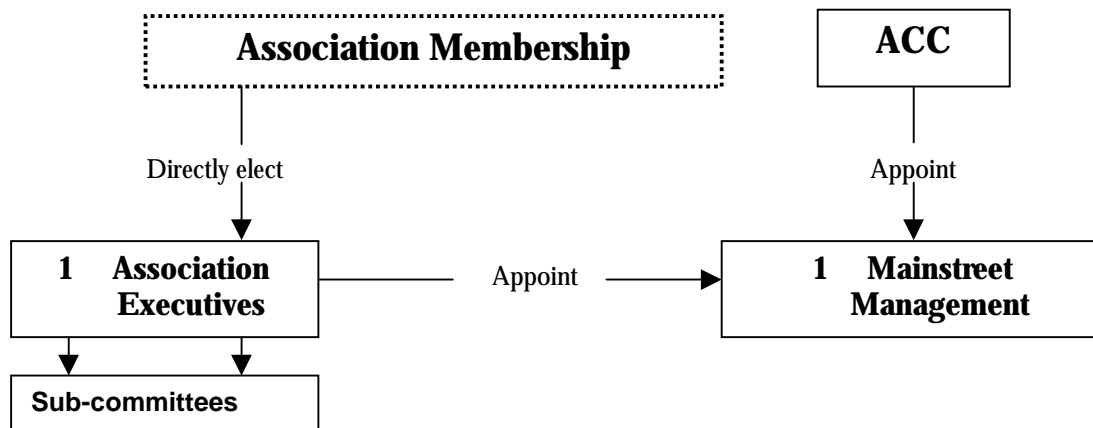
- (a) Relationship of documents:
In order for Mainstreet programmes to operate a number of documents have been created to cover, policy, guidelines and other matters relating to the day to day running of the Associations. The diagram at Appendix B is an illustration of how the documents relate to each other as well as the Mainstreet Association and Council.
- (b) From time to time disputes arise between members of the Association and the Executive of the Association. The diagram at Appendix C illustrates the process to be followed to address concerns of members. The Mainstreet Associations are governed by the Incorporated Societies Act 1908, their constitutions, rules set by the Association and contractual agreements entered into. Accordingly it is appropriate that the Association should attempt to resolve disputes arising with its members in the first instance. Accordingly, it is acknowledged by Council that when matters are referred to Council that it considers should be dealt with by the Association, the matter will be referred back to the party to deal directly with the Association.

In the event that the Association has exhausted all avenues in attempting to resolve the dispute, the matter may be referred to Council (by either party) for guidance, assistance or review (as the case may be).

Nothing in this Policy shall prevent a targeted ratepayer from approaching Council directly with general enquiries or on any matter not related to Mainstreet affairs.

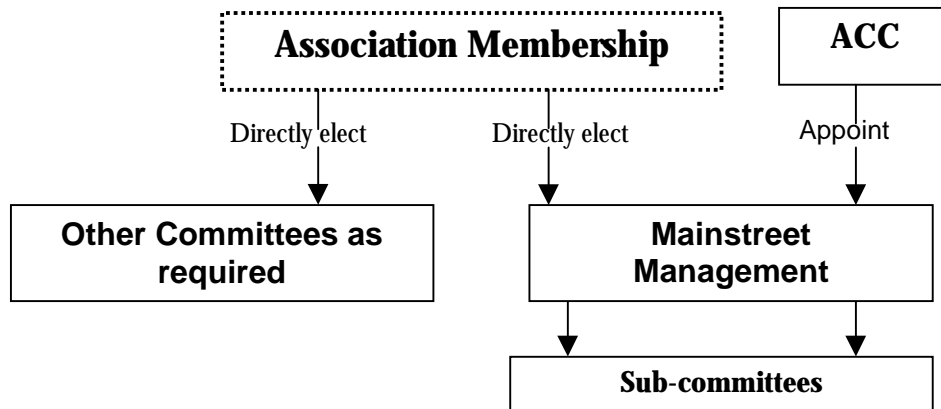
Mainstreet programme structures

Model A



- Runs Mainstreet programmes
- Undertakes non- Mainstreet Business
- See Sections.5 (b) (I) to (vi)
- Holds quarterly financial meetings to:
 - Approve and recommend programmes and budgets to Council
 - Monitor and oversee budget expenditure and progress on key projects
 - Report to Council
 - See Sections 5 (b) (vi) to (xiv)

Model B



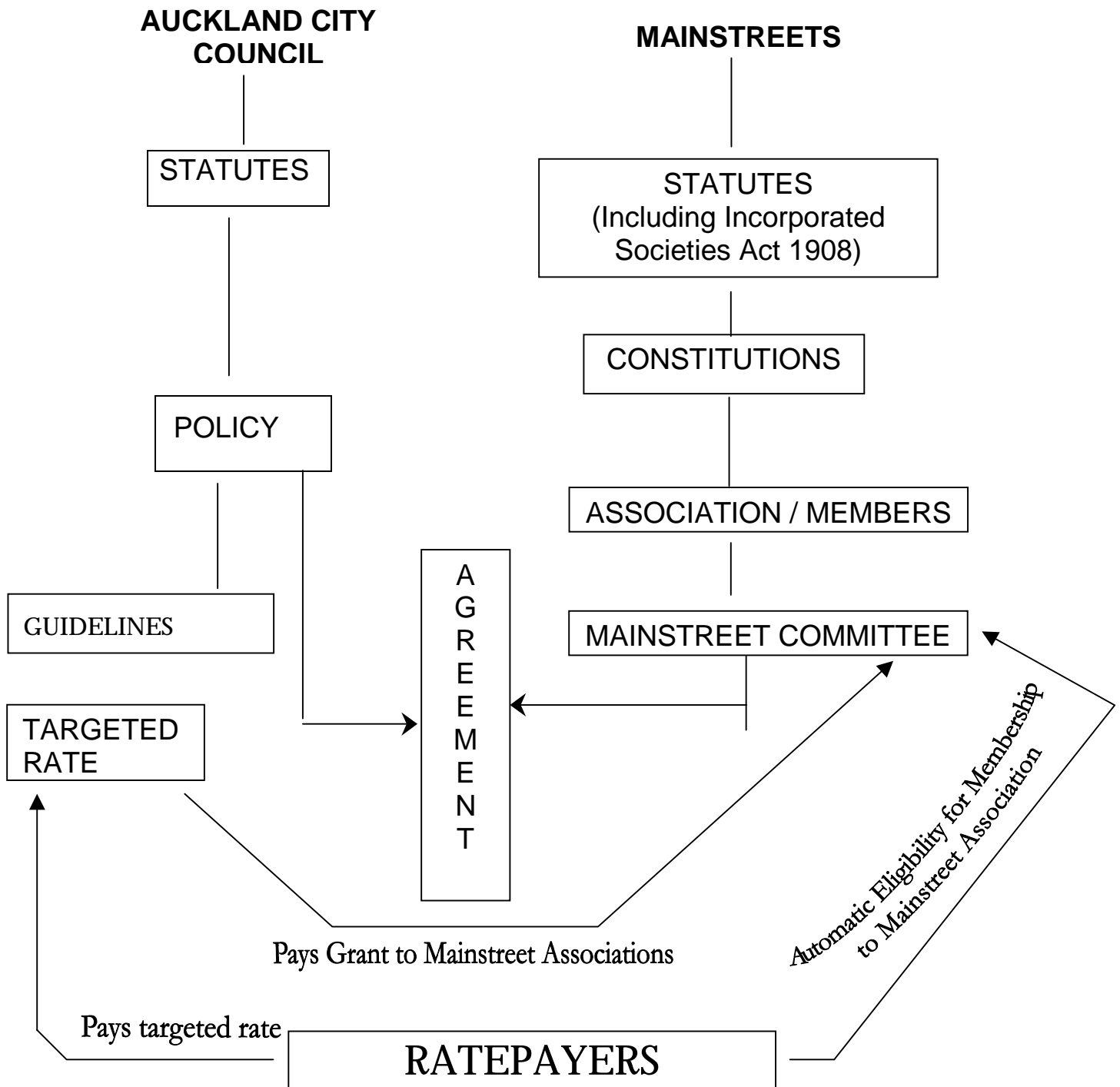
- Undertakes non-Mainstreet Business
- Runs Mainstreet programme only
- Holds a minimum of ten meetings per year which includes, quarterly financial meetings to:
 - Approve and recommend programmes and budgets to Council
 - Monitor and oversee budget expenditure and progress on key projects
 - Report to Council
 - See Sections 5 (I) (xvi)

NB: The significant differences between Model A & B are that:

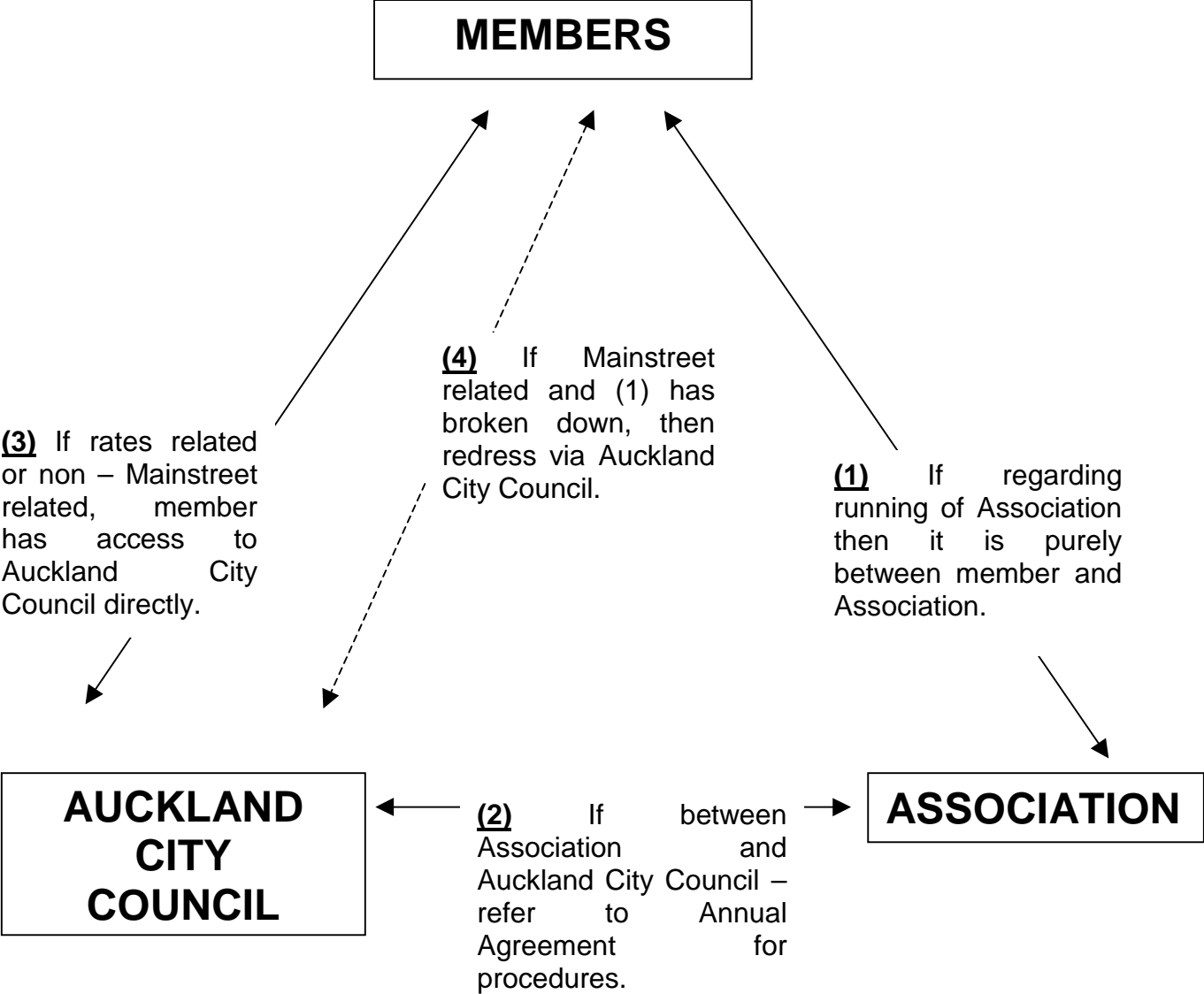
- a. In Model A, the Association Executive deals with both Mainstreet and non-Mainstreet business. The Association rules will very carefully separate out these roles. In Model B, only the Mainstreet Management Committee deals with Mainstreet business. Non-Mainstreet business will be dealt with quite separately through other Committees
- b. In Model A the eligible voter representative on the Mainstreet Management Committee are appointed by the Association Executive. Council appoints the Councillor and Community Board members. In Model B the eligible voter representatives on Mainstreet Management Committee are directly elected by and from the Association Membership. Council appoints the Councillor and Community Board members.

APPENDIX B

RELATIONSHIPS OF DOCUMENTS



APPENDIX C
DISPUTE RESOLUTION



APPENDIX D

CLAUSES TO BE INCLUDED IN ASSOCIATION CONSTITUTIONS

The **shaded** clauses within the attached model constitution shall be incorporated into the constitutions of all Associations wishing to participate in the Mainstreet programme prior to Council setting a targeted rate for a Mainstreet programme.

**UNDER THE INCORPORATED
SOCIETIES ACT 1908**

RULES OF

[INSERT NAME OF BUSINESS ASSOCIATION]

Auckland City

[Note – it is likely that the re-drafted Rules will have to be re-submitted to the Inland Revenue Department to confirm that they conform with the charitable status requirements under the Income Tax Act.]

TABLE OF CONTENTS

CHAPTER I – NAME AND OBJECTS

1.INTERPRETATION	1
2.NAME	2
3.OBJECTS	2

CHAPTER II – POWERS

4.SCOPE OF THE ASSOCIATION'S POWERS	3
-------------------------------------	---

CHAPTER III – ASSOCIATION MEMBERSHIP

5.MEMBERSHIP QUALIFICATIONS	4
6.TERMINATION OF MEMBERSHIP	5
7.MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE	5
8.REGISTER OF MEMBERS	5
9.FEES, SUBSCRIPTIONS, ETC.	6
10.MEMBER'S LIABILITIES	6
11.DISCIPLINING OF MEMBERS	6
12.MEMBER DEALINGS WITH AND INTERESTS IN THE ASSOCIATION	8

CHAPTER IV – COMMITTEES

13.MAINSTREET MANAGEMENT COMMITTEE - GENERAL	9
14.POWERS AND AUTHORITY OF MAINSTREET MANAGEMENT COMMITTEE	9
15.MEMBERSHIP OF MAINSTREET MANAGEMENT COMMITTEE	10
16.ELECTION OF ASSOCIATION MEMBERS TO MAINSTREET MANAGEMENT COMMITTEE	11
17.CHAIRPERSON AND SECRETARY	12
18.TREASURER	12
19.AUDITOR	12
20.CASUAL VACANCIES	13
21.REMOVAL OF MEMBER	14
22.MEETINGS OF MAINSTREET MANAGEMENT COMMITTEE	14
23.VOTING RIGHTS OF MEMBERS OF MAINSTREET MANAGEMENT COMMITTEE	15
24.VOTING AND DECISIONS OF MAINSTREET MANAGEMENT COMMITTEE	15
25.DELEGATION BY MAINSTREET MANAGEMENT COMMITTEE TO SUB-COMMITTEE	16
26.OTHER COMMITTEES	16

CHAPTER V – GENERAL MEETINGS

27.ANNUAL GENERAL MEETING	16
28.ANNUAL GENERAL MEETING - CALLING AND BUSINESS	16
29.SPECIAL GENERAL MEETINGS	17
30.NOTICE	18
31.PROCEDURE	18
32.PRESIDING MEMBER	19
33.ADJOURNMENT	19
34.MAKING OF DECISIONS	19
35.SPECIAL RESOLUTION	20
36.VOTING	20

CHAPTER VI - MISCELLANEOUS

37.INSURANCE	20
38.FUNDS - MANAGEMENT	20
39.ALTERATION OF OBJECTS AND RULES	21
40.COMMON SEAL	21
41.CUSTODY OF BOOKS, ETC.	21
42.SERVICE OF NOTICES	21
43.WINDING UP	21

RULES OF [INSERT NAME OF BUSINESS ASSOCIATION]

CHAPTER I - NAME AND OBJECTS

INTERPRETATION

In these Rules, unless the context indicates otherwise:

"**Act**" means the Incorporated Societies Act 1908 as amended from time to time;

"**Annual Financial Statement**" means the Annual Financial Statement for the Association to be approved by the Members, so that it may then be delivered to the Registrar of Incorporated Societies in accordance with section 23 of the Act;

"**Annual General Meeting**" has the meaning given to it in Rule 27;

"**Associate Member**" means a member of the Association admitted pursuant to Rule 5.4;

"**Association**" means the [insert name of Business Association];

"**Auditor**" means the auditor appointed in accordance with Rule 19;

"**Chairperson**" means the chairperson of the Association referred to in Rule 17;

"**Community Board**" means the [insert name of appropriate Community Board];

"**Council**" means the Auckland City Council;

"**Financial Mainstreet Business**" has the meaning in Rule 14.2;

"**Financial Meetings**" has the meaning in Rule 22.1;

"**Full Member**" means a member of the Association in terms of Rules 5.1 and 5.2;

"**General Meetings**" means the Annual General Meeting and Special General Meetings of the Association;

"**Mainstreet Annual Financial Statement**" means the separate accounts and annual financial statement for the Association relating to the Mainstreet Funding Grant and Mainstreet Programme to be approved by Members and finally approved by the Mainstreet Management Committee so that it may then be included as part of the Annual Financial Statement;

"**Mainstreet Business**" means all matters relating to the Mainstreet Programme and the Mainstreet Funding Grant;

"**Mainstreet Co-ordinator**" means a person employed or appointed by the Association to undertake the role of administering and co-ordinating the Mainstreet Programme on behalf of the Association in either a paid or unpaid capacity;

"**Mainstreet Management Committee**" means the committee of the Association referred to in Rule 13;

"**Mainstreet Funding Grant**" means any grant received from the Council for the purposes of the Mainstreet Programme, which shall be deposited and held in a

special bank account, separate from the Association's other monies and administered by the Mainstreet Management Committee;

"**Mainstreet Programme**" means the community programme involving local government, the business community and the community at large to organise, design, promote, improve and develop the *[insert name]* commercial area;

"**Members**" means the members of the Association from time to time including Associate Members and Full Members;

"**Officers**" means the Chairperson, Secretary and Treasurer of the Association referred to in Rules 17 and 18;

"**Operational Mainstreet Business**" has the meaning in Rule 15.2;

"**Secretary**" means the Secretary of the Association referred to in Rule 17;

"**Targeted Rate**" means any rate levied by the Council pursuant to section 16 of the Rating Powers Act 1988 or any equivalent legislation for the purpose of funding or contributing to the funding of the Mainstreet Programme;

"**Targeted Rating Area**" means the geographical area subject to the Targeted Rate;

"**Special General Meeting**" has the meaning given to it in Rule 29;

"**Special Resolution**" has the meaning given to it in Rule 35;

"**Special Subscription**" has the meaning given to it in Rule 5.5;

"**Treasurer**" means the Treasurer of the Association referred to in Rule 18.

References to Persons: references in these Rules to persons include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations or other entities.

NAME

The name of the Association is *[INSERT FULL NAME OF BUSINESS ASSOCIATION]*.

OBJECTS

The objects of the Association are:

To assist and guide the development and advancement of the commercial interests of business people and businesses in the *[insert relevant district]* district through a co-ordinated and structured promotion and planning programme.

To foster and promote generally the welfare of the business community of *[insert relevant district]*.

To capitalise on the heritage significance of the *[insert relevant area]* town centre and to use that heritage significance as a means of establishing an identity for the area;

To make arrangements with the Government, local authorities, the Council and/or persons, corporations or associations for the improvement of streets, reserves, playing areas and park areas, and for lighting, surfacing, and cleaning in the business area of *[insert relevant area]*.

For the purposes and objects stated in these Rules, to administer in conjunction with the Council, or other territorial authority having jurisdiction, the Mainstreet Funding Grant.

To do all things as are, or may be incidental to, or conducive to, the attainment of these objects.

CHAPTER II - POWERS

SCOPE OF THE ASSOCIATION'S POWERS

Subject to Rule 14 (which relates to the Mainstreet Management Committee and Financial Mainstreet Business), the Association has the widest possible powers to do all things which may be necessary to pursue the Association's objects including (but not limited to) the following powers:

To purchase, take on, lease, exchange, hire, or otherwise acquire any real or personal property, and to sell, mortgage, dispose of or otherwise deal with any real or personal property of the Association and any rights or privileges which the Association thinks necessary or expedient for the purposes of attaining the objects of the Association or promoting the interests of the Association, its Members or any other persons.

Subject to Rule 14.4, to use the funds of the Association as the Association may consider necessary or proper to:

pay the costs and expenses of the Association; and

further the objects of the Association;

including the employment of solicitors, agents, officers and servants as necessary or expedient.

To engage in prosecuting, defending or otherwise taking any legal action or legal proceedings on behalf of the Association and for that purpose, to expend such moneys and employ such solicitors, counsel and other advisors as the Association may think fit.

To apply for and acquire any licences or permits deemed necessary by the Association.

To open and operate bank accounts of whatever nature or description subject to such conditions as the Association thinks fit provided that the Association shall through its Mainstreet Management Committee open and operate a separate bank account for any Mainstreet Funding Grant.

To assist any charity or charitable purpose by such financial or other means as the Association thinks fit.

To borrow or raise money by any means and upon such conditions as the Association thinks fit.

To employ staff and nominate contractors for such purposes and for such periods and subject to such conditions as the Association thinks fit.

To establish a Mainstreet Management Committee with the functions and powers set out in these Rules.

PROVIDED THAT the Association shall not lend money at less than current commercial rates, having regard to the nature and term of the loan, to any person (as defined in the Income Tax Act 1994):

who is a Member of the Association; or

who is a shareholder or director of any company by which any business of the Association is carried on; or

who is a settlor or trustee of a trust that is a shareholder of any company by which any business of the Association is to be carried on; or

if the person, company, settlor, trustee, shareholder, director referred to in any of paragraphs (i) to (iii) of this Rule are Associated Persons (as defined in the Income Tax Act 1994).

CHAPTER III – ASSOCIATION MEMBERSHIP

MEMBERSHIP QUALIFICATIONS

There shall be Full Members of the Association. A person shall be entitled to be a Full Member of the Association if the person:

owns, occupies or is the tenant of a commercially rated property within the Separate Rating Area; and

has not previously been expelled from the Association.

Any person entitled to be a Full Member of the Association and who wishes to become a member shall provide details of their name and address to the Secretary.

Any person who ceases to be entitled to be a Full Member of the Association shall immediately provide notice of that fact, and of the date their entitlement ceased, to the Secretary.

There may be Associate Members of the Association. A person who does not qualify to be a Full Member may become an Associate Member of the Association by applying to the Secretary to do so. The Secretary shall advise the Mainstreet Management Committee of the application and the Mainstreet Management Committee shall determine at its next scheduled Mainstreet Management Committee meeting whether or not the applicant shall be admitted.

An Associate Member shall, in each year, pay a Special Subscription of such amount as is determined by the Mainstreet Management Committee from time to time.

Each Member which is not an individual shall designate an individual representative to act on its behalf in all matters relating to the Association, and shall notify the Secretary of that representative's name and address.

The rights of the Members of the Association shall be as follows.

each Full Member shall be entitled to one vote;

each Associate Member shall be entitled to one vote provided that Associate Members shall not be entitled to vote upon any matters of the Association which relate to the Mainstreet Programme;

Associate Members shall not be entitled to hold the position of any Officer of the Association.

TERMINATION OF MEMBERSHIP

A person ceases to be a Member of the Association if the person:

*dies, becomes bankrupt or, being a company or other incorporated body is wound up; or
resigns that membership by notice in writing to the Association; or
is expelled from the Association; or*

ceases to be entitled to be a Full Member in terms of Rule 5.1, and has not been admitted as an Associate Member.

MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person has, by reason of being a Member of the Association:

is not capable of being transferred or transmitted to another person; and

terminates upon cessation of the person's membership.

REGISTER OF MEMBERS

The Secretary of the Association shall establish and maintain a register of Members of the Association pursuant to section 22 of the Act specifying the name, address and occupation or business of each person who is a Member of the Association, together with the date on which the person became a Member, whether that person is a Full or Associate Member and, in the case of members which are not individuals, the name and address of that Member's individual representative.

Each Member shall advise the Secretary if there is any change to any of the information in the register relating to that Member.

The register of Members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any Member of the Association at any reasonable hour.

FEES, SUBSCRIPTIONS, ETC.

The Association may levy its Members such subscription charge deemed by the Mainstreet Management Committee necessary to properly carry out its objects.

Any Member ceasing to be a member of the Association pursuant to Rule 6 shall not be entitled to any refund of any subscription, charge **or Targeted Rate** paid or payable by that Member prior to his, her or its termination and such Member shall continue to remain liable to pay such subscription, charge **or Targeted Rate** despite ceasing to be a Member.

MEMBER'S LIABILITIES

The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by Rule 5.5 and Rule 9. In the event any Member ceases to be a Member of the Association pursuant to Rule 6 such Member shall not be released from any liability to the Association for any matters arising prior to the end of the financial year in which the Member ceased to be a Member.

DISCIPLINING OF MEMBERS

Where the Mainstreet Management Committee is reasonably of the opinion that a Member of the Association:

has persistently refused or neglected to comply with a provision or provisions of these Rules; or

has persistently and wilfully acted in a manner prejudicial to the interests of the Association; or

has failed to make any subscription or charge payable under Rule 9 or any Special Subscription payable under Rule 5.5 or otherwise failed to make any payment due under these Rules and such failure continues for a period of three calendar months after it is due; or

does anything which, in the opinion of the Mainstreet Management Committee in its absolute discretion is likely to seriously harm the reputation of the Association or the objects of the Association in general;

the Mainstreet Management Committee may by resolution:

remove that Member's entitlement to vote at any General Meeting or on any Mainstreet Business until such time as payment is made in full; or

expel the Member of the Association; or

suspend the Member from membership of the Association for a specified period; or

A resolution of the Mainstreet Management Committee under Rule 11.1 is of no effect unless the Mainstreet Management Committee confirms the resolution at a meeting held not earlier than fourteen days and not later than twenty eight days after service on the Member of a notice under Rule 11.3.

Where the Mainstreet Management Committee passes a resolution under Rule 11.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member:

setting out the resolution of the Mainstreet Management Committee and the grounds on which it is based;

stating that the Member may address the Mainstreet Management Committee at a meeting to be held not earlier than fourteen days and not later than twenty-eight days after service of the notice;

stating the date, place and time of that meeting; and

informing the Member that the Member may do either or both of the following:

attend and speak at that meeting;

submit to the Mainstreet Management Committee at or prior to the date of that meeting written representations relating to the resolution.

At a meeting of the Mainstreet Management Committee held in accordance with Rule 11.3, the Mainstreet Management Committee shall:

give the Member an opportunity to make oral representations;

give due consideration to any written representations submitted to the Committee by the Member at or prior to the meeting; and

by resolution determine whether to confirm or to revoke the resolution.

MEMBER DEALINGS WITH AND INTERESTS IN THE ASSOCIATION

Any Member who is or may be interested or concerned directly or indirectly in any property or undertaking in which the Association is or may be in any way concerned or involved:

must disclose the nature and extent of that Member's interest to the other Members; and

must not take any part whatever in any deliberation concerning any matter in which that Member is or may be interested other than as a Member of the Association.

No private pecuniary profit shall be made by any person from the Association except that:

any Member may receive full reimbursement for all expenses properly incurred by that Member in connection with the affairs of the Association;

the Association may pay reasonable remuneration to any officer or servant of the Association (whether a Member or not) in return for services actually rendered to the Association;

any Member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by the Member, or by any firm or entity of which that Member is a member, employee or associate in connection with the affairs of the Association;

any Member may retain any remuneration properly payable to that Member by any company or undertaking with which the Association may be in any way concerned or involved for which that Member has acted in any capacity whatever, notwithstanding that the Member's connection with that company or undertaking is in any way attributable to that Member's connection with the Association.

Notwithstanding anything contained or implied in these Rules any person who is:

a Member of the Association; or

a shareholder or director of any company carrying on any business of the Association; or

a shareholder or director of any company which is a Member of the Association; or

a member of any association which is a shareholder or any company carrying on any business of the Association; or

an associated person (as defined in the Income Tax Act 1994) of any such Member, shareholder or director;

shall not by virtue of that capacity in any way (whether directly or indirectly) determine, or materially influence the determination of the nature or the amount of any benefit or advantage or income or the circumstances in which it is or is to be received, gained, achieved, afforded or derived by that person.

CHAPTER IV – COMMITTEES

MAINSTREET MANAGEMENT COMMITTEE - GENERAL

There shall be a Mainstreet Management Committee which, subject to Rule 14:

shall control and manage the affairs of the Association;

may exercise all such functions as may be exercised by a General Meeting of Members of the Association;

shall fix the amount of subscription which may be in several parts or categories and shall be made on Members or classes of Members for special purposes;

has power to perform all such acts and do all such things as appear to the Mainstreet Management Committee to be necessary or desirable for the proper management of the affairs of the Association;

shall be responsible for co-ordinating and undertaking any poll in relation to the Mainstreet Programme required by the Council to be carried out by the Association.

POWERS AND AUTHORITY OF MAINSTREET MANAGEMENT COMMITTEE

The Mainstreet Management Committee shall have the sole right and duty to carry out Mainstreet Business on behalf of the Association.

Mainstreet Business shall be divided into two categories:

Financial Mainstreet Business, which includes:

recommending Mainstreet projects and budgets for approval by the Council;

allocating the Mainstreet Funding Grant;

overseeing the spending of approved budgets;

monitoring work progress against approved budgets;

reporting to the Council as required;

any other financial matters relating to the Mainstreet Programme.

Operational Mainstreet Business, which:

comprises Mainstreet Business other than Financial Mainstreet Business; and

includes the day to day management of the Mainstreet Programme.

The Mainstreet Management Committee shall not undertake any business of the Association that is not Mainstreet Business.

The Association shall not be entitled to use the Mainstreet Funding Grant or any part of it without the prior written approval of the Mainstreet Management Committee.

The Mainstreet Management Committee shall be responsible for accounting for the Mainstreet Funding Grant which shall be held in a separate Association bank account titled "Mainstreet Funding" or similar, to be operated jointly by at least two nominated members of the Mainstreet Management Committee.

MEMBERSHIP OF MAINSTREET MANAGEMENT COMMITTEE

The Mainstreet Management Committee shall consist of not less than five voting members and two non-voting members.

Subject to Rule 23 the voting members of the Mainstreet Management Committee shall be:

one Councillor of the Council; and

one Community Board member;

(both to be appointed by the Council); and

at least three Full Members of the Association, to be elected by the Association pursuant to Rule 16.

The non-voting members of the Mainstreet Management Committee shall be:

one Council officer with Mainstreet Programme responsibilities; and

the Mainstreet Co-ordinator.

In the event of a casual vacancy occurring in the membership of the Mainstreet Management Committee, the casual vacancy shall be filled as follows:

in the case of a person appointed under Rules 15.2.1, 15.2.2 or 15.3.1, the casual vacancy shall be filled by the Council;

in the case of a person elected under Rule 15.2.3, the casual vacancy shall be filled by the Mainstreet Management Committee;

in the case of a person appointed under Rule 15.3.2, the casual vacancy shall be filled by the Mainstreet Management Committee.

The Members appointed to fill a casual vacancy shall hold office subject to these Rules until the conclusion of the next Annual General Meeting following the date of the appointment.

ELECTION OF ASSOCIATION MEMBERS TO MAINSTREET MANAGEMENT COMMITTEE

Subject to Rule 5.7.3, nominations of candidates for election of members of the Mainstreet Management Committee:

shall be made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and

shall be delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

If insufficient nominations are received to fill all vacancies, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

If insufficient further nominations are received, any vacant positions remaining shall be deemed to be casual vacancies.

If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

If the number of nominations received exceeds the number of vacancies to be filled a ballot shall be held.

Any such ballot shall be conducted at the Annual General Meeting in such usual and proper manner as the Mainstreet Management Committee may direct.

CHAIRPERSON AND SECRETARY

The Mainstreet Management Committee shall appoint one member (who is a Full Member) as Chairperson of the Association to chair all meetings. In the absence of the Chairperson, members present shall be entitled to elect a chairperson for the meeting.

The Mainstreet Management Committee shall appoint one member (who is either a Full Member or the Mainstreet Co-ordinator) as Secretary of the Association.

It is the duty of the Secretary to keep minutes of:

the names of members of the Mainstreet Management Committee present at each Mainstreet Management Committee meeting and General Meeting; and

all proceedings at Mainstreet Management Committee meetings and General Meetings.

Minutes of proceedings at a meeting shall be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

TREASURER

The Mainstreet Management Committee shall appoint one member as Treasurer of the Association. In the event that no member of the Mainstreet Management Committee is qualified to act as Treasurer the Mainstreet Management Committee may engage a professionally qualified person (not necessarily a Member of the Association) to act as Treasurer of the Association.

It is the duty of the Treasurer of the Association to ensure that:

all money due to the Association is collected and received and all payments authorised by the Association are made;

correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

AUDITOR

The Auditor shall be appointed by the Association on an annual basis to carry out the functions set out in this Rule.

No person who is an Officer or a Member may be appointed as Auditor.

The remuneration of the Auditor shall be fixed by the Association.

If any casual vacancy occurs in the office of any Auditor appointed by the Association, the Mainstreet Management Committee shall appoint an Auditor to carry on the duties of the Auditor until the next Annual General Meeting.

Every Auditor shall be supplied with a copy of the accounts and statements. It shall be the Auditor's duty to thoroughly examine the accounts and statements.

The Auditor shall be provided with a list of all books kept by the Association and shall at all reasonable times have access to the books and documents of the Association. The Auditor may, in investigating such accounts, examine the Mainstreet Management Committee or any Officers of the Association. The Mainstreet Management Committee and Officers of the Association shall at all times render all assistance to the Auditor.

The Auditor shall provide the Members with a report regarding the accounts and statements. In that report, the Auditor shall state whether, in his or her opinion, the accounts and statements are full and fair accounts and statements containing the particulars required by the Rules, and whether the accounts and statements have been properly drawn up so as to exhibit a true and correct view of the Association's affairs. The report shall be read together with the report of the Mainstreet Management Committee at the Annual General Meeting.

CASUAL VACANCIES

For the purposes of these Rules, a casual vacancy in the office of a member of the Mainstreet Management Committee occurs if the member:

dies;

ceases to be a Member of the Association;

is declared bankrupt;

resigns office by notice in writing given to the Secretary;

is removed from office under Rule 21;

becomes of unsound mind or becomes a person who is liable to be dealt with in any way under the law relating to mental health; or

is absent without the consent of the Mainstreet Management Committee from all meetings of the Mainstreet Management Committee held during a period of 6 months.

REMOVAL OF MEMBER

The Association in a General Meeting may, by resolution, remove any of the Association members of the Mainstreet Management Committee from office before the expiration of the member's term of office.

Where a member of the Mainstreet Management Committee to whom a proposed resolution referred to in Rule 21.1 relates:

makes representations in writing (not exceeding a reasonable length) to the Secretary or Chairperson; and

requests that the representations be notified to the Members of the Association;

then the Secretary or Chairperson may send a copy of the representations to each Member of the Association. If they are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

MEETINGS OF MAINSTREET MANAGEMENT COMMITTEE

The Mainstreet Management Committee shall have no less than ten meetings per year, at least four of which shall be dedicated to Financial Mainstreet Business (known as "Financial Meetings").

No Financial Mainstreet Business shall be carried out except at a Financial Meeting.

In the event of any disagreement between members of the Mainstreet Management Committee as to what is Financial Mainstreet Business and what is Operational Mainstreet Business, either the Councillor referred to in clause 15.2.1 or the Community Board member referred to in clause 15.2.2 shall determine the issue.

A quorum for the transaction of the business of the Mainstreet Management Committee shall be any three voting members of the Mainstreet Management Committee, one of whom in the case of Financial Meetings shall be either the Councillor referred to in Rule 15.2.1 or the Community Board member referred to in Rule 15.2.2.

Additional meetings of the Mainstreet Management Committee may be convened by the Chairperson or by any member of the Mainstreet Management Committee, if necessary.

Oral or written notice of a meeting of the Mainstreet Management Committee shall be given by the Secretary to each member of the Mainstreet Management Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Mainstreet Management Committee) before the time appointed for the holding of the meeting.

No business shall be transacted by the Mainstreet Management Committee unless a quorum is present within half an hour of the time appointed for the meeting. If a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

If at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

At a meeting of the Mainstreet Management Committee:

the Chairperson or, in the Chairperson's absence, any member of the Mainstreet Management Committee nominated to stand in his/her place shall preside, subject to Rule 17; and

the Chairperson and/or such other person shall have an ordinary but not a casting vote.

VOTING RIGHTS OF MEMBERS OF MAINSTREET MANAGEMENT COMMITTEE

The voting rights of members of the Mainstreet Management Committee shall be as follows:

the Councillor of the Council and the Community Board member shall each be entitled to one vote at Financial Meetings but otherwise shall have no voting rights;

each Full Member shall be entitled to one vote, except that only the Chairperson, Treasurer and one other Full Member (as determined by the Mainstreet Management Committee) shall have voting rights at Financial Meetings;

neither the Mainstreet Co-ordinator nor the Council officer with Mainstreet responsibilities shall be entitled to vote.

VOTING AND DECISIONS OF MAINSTREET MANAGEMENT COMMITTEE

Questions arising at a meeting of the Mainstreet Management Committee shall be determined by a majority of the votes of members of that committee present at the meeting and entitled to vote.

Subject to Rule 22.7, the Mainstreet Management Committee may act notwithstanding any vacancy on the Mainstreet Management Committee.

Any act or thing done or suffered, or purporting to have been done or suffered by the Mainstreet Management Committee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of that committee.

DELEGATION BY MAINSTREET MANAGEMENT COMMITTEE TO SUB-COMMITTEE

The Mainstreet Management Committee may delegate to one or more sub-committees (consisting of such Members of the Association as the Mainstreet Management Committee thinks fit) the exercise of such of the functions of the Mainstreet Management Committee (not being the final decision in relation to any Financial Mainstreet Business) as the Mainstreet Management Committee may decide.

A function which has been delegated to a sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

Notwithstanding any delegation under this Rule, the Mainstreet Management Committee may continue to exercise any function delegated.

Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Mainstreet Management Committee.

The Mainstreet Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.

A sub-committee may meet and adjourn as it thinks proper.

OTHER COMMITTEES

The Association may establish such other committees to carry out business other than Mainstreet Business as it thinks fit.

Rules 16, 20, 21, 22, 23, 24 and 25 shall apply, with necessary changes, to any such committee as if it were the Mainstreet Management Committee.

CHAPTER V - GENERAL MEETINGS

ANNUAL GENERAL MEETING

The Association shall, at least once in each calendar year, and within the period of six months after the expiration of each financial year of the Association, convene an Annual General Meeting of its Members.

ANNUAL GENERAL MEETING - CALLING AND BUSINESS

The Annual General Meeting of the Association shall, subject to the Act and to Rule 27, be convened on such date and at such place and time as the Mainstreet Management Committee thinks fit.

In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:

to confirm the Minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;

to receive from the Mainstreet Management Committee reports on the activities of the Association during the preceding financial year;

to approve the Annual Financial Statements;

*to elect **members of the Mainstreet Management Committee and** any other committees established by the Association.*

to appoint an Auditor.

For the purposes of section 23 of the Act the Association's financial year shall end on 30 June.

An Annual General Meeting shall be specified as such in the notice convening it.

SPECIAL GENERAL MEETINGS

The Mainstreet Management Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.

The Mainstreet Management Committee shall, on the requisition in writing of not less than five percent of the total number of Members, convene a special meeting of the Association.

A requisition of Members for a Special General Meeting:

shall state the purpose or purposes of the meeting;

shall be signed by the Members making the requisition;

shall be lodged with the Secretary;

may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

If the Mainstreet Management Committee fails to convene a Special General Meeting to be held within one month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than three months after that date.

A Special General Meeting convened by a Member or Members as referred to in Rule 29.4 shall be deemed to have been convened by the Mainstreet Management Committee. Any Member who incurs expense as a result of the Special General Meeting is entitled to be reimbursed by the Association for any expenses so incurred.

The business to be conducted at a Special General Meeting shall be the only business for which the Special General Meeting in question was convened, provided that it is business which can properly be dealt with by Members in General Meeting.

NOTICE

Except where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the General Meeting, cause to be sent by prepaid post to each Member at the Member's address appearing in the register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

Where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association the Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each Member of the Association provided in Rule 30.1 specifying in addition to the matters required under Rule 30.1, the intention to pass such a resolution as a Special Resolution.

No business other than that specified in the notice convening a General Meeting shall be transacted at a meeting except, in the case of an Annual General Meeting, present business which may be transacted pursuant to Rule 28.

A Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

PROCEDURE

No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present.

Five Full Members present in person constitute a quorum for the transaction of the business of a General Meeting.

If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, then the meeting shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.

If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than three Full Members) shall constitute a quorum.

PRESIDING MEMBER

The Chairperson shall preside at each General Meeting of the Association.

If the Chairperson is absent from a General Meeting or unable or unwilling to act, the Members present shall elect one of their number to preside as Chairperson at the meeting.

ADJOURNMENT

The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place. No business shall be transacted at an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.

Where a General Meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each Member of the Association. The notice shall state the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

Except as provided in Rules 33.1 and 33.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

MAKING OF DECISIONS

A question arising at a General Meeting of the Association shall be determined on a show of hands. Unless a poll is demanded before, or on the declaration of a show of hands, then a declaration by the Chairperson (for example, that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect has been entered in the Minute Book of the Association) shall constitute evidence of the outcome of the resolution without proof of the number or proportion of votes recorded in favour of or against that resolution.

At a General Meeting of the Association, a poll may be demanded by the Chairperson or by not less than three Full Members present in person or by proxy at the meeting.

Where a poll is demanded at a General Meeting, the poll shall be taken:

immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of adjournment; or

in any other case, in such manner and at such time before the closing of the meeting as the Chairperson directs. Resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

SPECIAL RESOLUTION

A resolution of the Association is a special resolution if:

it is passed by a majority (which comprises not less than three-quarters of such Members of the Association, as being entitled under these Rules so to do), voting in person; and

the resolution is passed at a General Meeting; and

not less than 21 days written notice of the meeting has been given to Members specifying the intention to propose the resolution as a special resolution.

VOTING

Upon any question arising at a General Meeting of the Association, a Member has one vote only, provided that no Associate Member shall have the right to vote on any issue relating to Mainstreet Business.

All votes shall be given personally provided that the poll to elect the Association members of the Mainstreet Management Committee may be given by postal vote.

In the case of an equality of votes on a question at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.

A Member is not entitled to vote at any General Meeting of the Association unless all money due and payable by the Member to the Association has been paid.

CHAPTER VI - MISCELLANEOUS

INSURANCE

The Association shall effect and maintain full and proper insurance on all of its assets.

In addition to the insurance required under Rule 37.1, the Association may effect and maintain other insurance.

FUNDS - MANAGEMENT

Subject to any resolution passed by the Association in General Meeting, and subject to Rule 14.4, the funds of the Association shall be used to pursue the objects of the Association in such manner as the Mainstreet Management Committee determines.

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Mainstreet Management Committee or employees of the Association, being Members or employees authorised to do so by the Mainstreet Management Committee.

All funds received by the Association remain the property of the Association. The property of the Association is irrevocably dedicated to objects stated in these Rules. No part of the net income or assets of the Association shall ever inure to the benefit of any director, officer or Member of the Association or to the benefit of any private persons.

ALTERATION OF OBJECTS AND RULES

Subject to the provisions of the Act, Rule 39.2 and the statement of objects, these Rules may be altered, rescinded or added to only by a Special Resolution of the Association provided that no addition to or alteration or rescission of the Rules shall be effective if it affects the charitable objects, pecuniary benefits or winding up clauses.

None of the Rules of the Association affecting the Mainstreet Programme, the Mainstreet Funding Grant and the Mainstreet Management Committee shall be altered in any way without the prior written approval of the Council.

COMMON SEAL

The common seal of the Association shall be kept in the custody of the Secretary.

The common seal shall not be affixed to any instrument except by the authority of the Mainstreet Management Committee. The affixing of the common seal shall be attested by the signatures of two members of the Mainstreet Management Committee.

CUSTODY OF BOOKS, ETC.

Except as otherwise provided by these Rules, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

SERVICE OF NOTICES

For the purposes of these Rules, a notice may be served by or on behalf of the Association upon any Member either personally or by sending it by post to the Member at the Member's address shown in the register of Members.

Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

WINDING UP

Should the dissolution of the Association be deemed necessary, then two meetings must be held in accordance with section 24 of the Act. The first meeting shall be called to pass a resolution to wind up the Association and must be carried by a majority of valid votes. The second meeting must be called (not earlier than 30 days after the first meeting) to confirm the resolution to be passed.

Once debts and liabilities of the Association have been discharged any excess Mainstreet Funding Grant funds will be transferred to the Council to be applied towards any purpose for which the Targeted Rate was levied.

If, upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, and any payment in terms of Rule 43.2, any property whatsoever, the same shall not be paid or distributed among the members of the Association. Such remaining property shall be given or transferred to some other charitable organisation or approved non-profit body within New Zealand having objects similar to the objectives of the Association. In the event of the Mainstreet Management Committee being unable to decide, the remaining assets are to be distributed as a Judge of the High Court of New Zealand directs.